

**BY-LAW No. 6**

of

**A M C A**

**ALMAE MATRIS CROATICAE ALUMNI –  
TORONTO**

**ASSOCIATION OF FORMER STUDENTS AND FRIENDS OF UNIVERSITIES  
IN THE REPUBLIC OF CROATIA**

**TORONTO, ONTARIO, CANADA**

**CONFIRMED BY THE MEMBERS ON JANUARY 21, 2016.**

## **ARTICLE 1. DECLARATION AND DEFINITIONS**

**1.01 DECLARATION** - The name of this association shall be: **AMCA Almae Matris Croaticae Alumni - Toronto**. It shall be an association of former students and friends of the University of Zagreb and other universities in the Republic of Croatia.

Its principal place of business shall be in Greater Toronto Area, Ontario, Canada.

The association shall be registered in accordance with Canadian Law as a Nonprofit Corporation and a Charity Organization.

AMCA Toronto shall be an associated member of the Federation of the AMAC/AMCA Associations at the University of Zagreb.

**1.02 DEFINITIONS** - In this document and in all by-laws of the association, unless the context requires otherwise:

- a) "Alumni" comprises of both alumni and alumnae;
- b) "AMCA" is the abbreviation for Almae Matris Croaticae Alumni.
- c) "Association" means AMCA Almae Matris Croaticae Alumni - Toronto;
- d) "Board" means the board of directors of the Association;
- e) "By-law" means any by-law of the Association from time to time in force and effect;
- f) "Director" means a member of the Board;
- g) "University" means the University of Zagreb and any other university in the Republic of Croatia ;
- h) "University of Zagreb" means The University of Zagreb, Croatia; and
- i) "Other university in the Republic of Croatia" means an educational institution of the highest level, with one or more faculties, together with a program of graduate studies and a number of professional schools, and authorized to confer various degrees, as the bachelor's, master's, and doctor's.

## **ARTICLE 2. OBJECTIVES**

**2.01 OBJECTIVES** - The general nature and object of the association shall be to provide an organization for alumni of all campuses and faculties of the University and to serve common interests of all alumni and the University by:

- a) keeping the alumni well informed about the University;
- b) fostering the active interest, support and involvement of alumni in the affairs of the Association and the University;
- c) encouraging public acceptance and support of the University's goals, understanding of its problems and recognition of its achievements;
- d) maintaining the demographic history of the graduates of the University who are living in Ontario, Canada;
- e) promoting academic liberties and human rights;
- f) co-operating with organizations within the Croatian community, with other universities and AMAC/AMCA Mundus alumni organizations in the world as well as with AMAC/AMCA Domus associations at the University; and
- g) providing support to Croatian community in Ontario, as may be decided by the Board or at an annual meeting of members.

## **ARTICLE 3. MEMBERSHIP**

**3.01 MEMBERS** - Membership in the Association shall consist of regular, associate and honorary members. To be eligible for membership in the Association a person shall have residence status in Canada (citizenship, permanent residence, working visa, working holiday visa) or as may be approved by the Board of Directors in outstanding situations.

**3.02 REGULAR MEMBERS ("Alumni" or "Regular Members")** - Any person who has received from the University a degree, diploma or has attended any University for one year or more is eligible to become a Regular Member of the Association.

**3.03 ASSOCIATE MEMBERS ("Friends" or "Associate Members")** - Any person who has been nominated or recommended by a Regular Member or an existing Associate Member and has contributed, or intends to contribute, in any way to the goals and welfare of the Association or any University provided his/her nomination is approved by the Board is eligible to become an Associate Member of the Association.

**3.04 HONOURARY MEMBERS** - Any person who has received an honorary degree from the University; and any person upon whom the Board confers the honorary membership as an honour for unusual contribution to the Association or the University.

**3.05 ACTIVE STATUS** - Each Regular Member or Associate Member shall have paid his/her membership dues in full for the current calendar year in order to maintain his/her active status in the Association. Membership shall cease when any such member has not paid a membership fee for the calendar year preceding the annual meeting of members.

#### **ARTICLE 4. CONDUCT OF BUSINESS**

**4.01 MANAGEMENT** - The business and affairs of the Association shall be managed by the officers and directors as provided in the by-laws (Articles 6. and 7.).

**4.02 OFFICERS AND DIRECTORS** - The number of officers and directors, their designation, qualifications, duties, terms of office and manner of election shall be as provided in the by-laws (Articles 6. and 7.).

**4.03 CLUBS** – Clubs active within Association shall be preapproved by the Board and shall report on their activities to the Board at least once a year. Clubs' reports shall be included in the annual report presented at the Annual Meeting of the Association.

#### **ARTICLE 5. MEETING OF MEMBERS**

**5.01 ANNUAL MEETING** - The annual meeting of members shall be held at a suitable time and day each year, at a date determined by the Board, for the purpose of hearing and receiving the annual and other reports, electing representatives to the Board and other officers, and for the transaction of such other business as may properly be brought before the meeting.

**5.02 SPECIAL GENERAL MEETING** - A special general meeting of members shall be held at such time and place as the Board may determine:

- a) upon the resolution of the Board, provided two-thirds (2/3) of the votes cast at such meeting of the Board are cast in favour of calling such special general meeting, or
- b) upon written requisition of fifteen (15) active members of the Association delivered to the Secretary of the Association and such requisition having set out the business proposed to be transacted at such special general meeting.

**5.03 NOTICE OF MEETING** - Notice of any meeting (annual or special) of members shall be given at least thirty (30) days prior to the date on which the meeting is to be held, by sending such notice by mail or e-mail to all members of the Association to their last known address shown in the records of the association. The notice shall set out the place, day and hours of the meeting, and in case of a special general meeting shall set out the business to be transacted thereat. A special general meeting should be called for a time no later than forty (40) days after the Secretary receives the requisition referred to in Section 5.02. Any notice of meeting of members may be included in the official publication of the Association provided the provisions of this Section are complied with.

**5.04 RIGHT TO VOTE** - At any meeting of members, every active member (as per Section 3.05) shall be entitled to one (1) vote and may be represented by proxy.

**5.05 QUORUM** - At any meeting of members, 25% (twenty-five percent) of active members (as per Section 3.05) shall constitute a quorum for the transaction of business. Prior to such meeting the Secretary will provide the last up to date count of active members.

**5.06 CHAIRPERSON OF THE MEETING** - The President or in his/her absence the Vice-President or designate shall be the chairperson of the meeting of the members.

**5.07 VOTING PROCEDURE** - At any meeting of members every question shall be decided by the majority of votes on the question, except in the case of altering or amending the Association's by-laws in which case the provisions of Section 9.01 will apply.

**5.08 TIE-BREAKING VOTE** - In case of a tie-breaking vote at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a tie-breaking vote.

#### **ARTICLE 6. BOARD OF DIRECTORS AND OFFICERS**

**6.01 DUTIES** - The Board of Directors shall manage the affairs of the Association and shall specifically:

- a) organize, supervise and support all the programmes of the Association;
- b) act as the official spokesperson of the Association;
- c) initiate and carry out projects consistent with the objectives of the Association and are approved by the members;
- d) appoint additional committees, professional and other branches; and
- e) appoint a representative at the General Convention (Sabor) of the AMAC/AMCA Federation at the University.

**6.02 COMPOSITION** - The Board of Directors shall consist of regular, associate or honorary members of the Association.

The number of elected officers and directors may be increased, or decreased to no fewer than three (3).

**A. Elected Board Members (Executive Officers)** may be designated as follows:

- a) President
- b) Immediate Past-President of the Association
- c) Vice-President
- d) Secretary
- e) Treasurer
- f) Officer in charge of fund raising and stipendiums
- g) Officer in charge of social activities
- h) Officer in charge of public relations
- i) Officer in charge of membership

**B. Appointed Ex-officio Board Members (non-voting):**

- a) Honourary President
- b) Chairpersons of all Committees appointed by the Board as these Committees are from time to time established.

**6.03 ELIGIBILITY** - Only members holding active membership in the Association (as per Section 3.05) for a minimum of two consecutive years shall be eligible for nomination and election as regular Board members, and such continued membership by any elected member shall be a requirement for his continued service as a regular Board member. Only Regular Members ("Alumni") holding a University degree and active membership in the Association for a minimum of two consecutive years shall be eligible for nomination and election for the position of President and Vice-President.

**6.04 STAGGERED TERMS OF OFFICE** - The term of office for every elected Board member is two (2) years. After the termination of his first term a member may be nominated for the same or any other position on the Board. The exception to this is the first election where half of the Board members shall be elected for a one (1) year term and the other half for a two (2) year term.

**6.05 NOMINATION OF BOARD MEMBERS** - Any member of the Association who is eligible as defined in Section 6.03 can be nominated to serve in a function of the Board either by the Nominating Committee or by any two (2) active members of the Association as described in Section 3.05 of this by-law. The Nominating Committee shall be chaired by the Past President of the Association or, in his/her absence, by the Vice-President or one of the Directors appointed by the Board, and shall consist of the chairperson and two (2) regular members of the Association appointed by the Board. The Nominating Committee will recommend at least one (1) nominee for each vacancy and publish a list of candidates at the meeting at which the elections will take place. The Nominating Committee will continue receiving and adding to the list of candidates' names submitted by the members of the Association until the membership meeting declares the nominations closed.

**6.06 ELECTION OF BOARD MEMBERS** - The Board members are elected at the annual meeting after the nominations have been declared closed. The elections can be held by ballot or by show of hands depending on the decision of the President. All Board members, except the Past President, are elected directly by the members of the Association. No person may hold more than one office.

**6.07 RECORDS** - The complete records of each election shall be kept by the Secretary and shall be available for review by any active member of the Association.

**6.08 VACANCIES** - The office of any Board member shall be vacated if he/she becomes bankrupt or is declared insolvent; becomes of unsound mind; resigns office by notice in writing to the Association; or has been absent, without being excused by resolution of the Board, from three (3) consecutive meetings of the Board.

Vacancies in the Board, except for vacancies in respect to clause B of Section 6.02, may be filled by appointment for the remainder of the term of office by the remaining members of the Board if constituting a quorum; otherwise such vacancies shall be filled at the next annual meeting of the members.

**ARTICLE 7.**  
**PROCEDURES - BOARD OF DIRECTORS**

**7.01 BOARD MEETINGS** - Meetings of the Board shall be called by the President, or the Vice-President or any two (2) members of the Board. Notice of every meeting shall be given in writing, by phone or by e-mail to each member of the Board not less than seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the members of the Board are present or, if absent, waive in writing notice of or otherwise consent in writing to the holding of such meeting.

**7.02 CHAIRPERSON** - The President or in his/her absence or at his/her discretion the Vice-President shall be the chairperson of any meeting of the Board. If no such officer were present, the members of the Board present shall choose one of them to be chairperson. The Secretary of the Association shall be the secretary of any meeting of the Board but if the Secretary of the Association is not present, the chairperson of the meeting shall appoint a member present to act as secretary of the meeting.

**7.03 QUORUM** – More than a half of all Directors of the Board shall constitute a quorum for the transaction of business at all meetings of the Board.

**7.04 VOTING** - At all meetings of the Board, every question to be decided by the Board shall be decided upon by a majority of the votes of its members cast on the question. In case of a tie vote the chairperson shall be entitled to a tie-breaking vote.

**7.05 EXECUTIVE AD HOC COMMITTEE** - Between the meetings of the Board, the affairs of the Association shall be managed by the Executive ad hoc Committee of the Board composed of the President, Secretary and any available members of the Board. The Executive ad hoc Committee shall be responsible to the Board and shall perform such tasks as the Board directs as well as such other duties as the Board may from time to time deem appropriate. This Committee shall have and exercise all the authority of the Board in the management of the Association, except that such Executive ad hoc Committee shall not be empowered to take action with respect to:

- a) electing officers and appointing other officials;
- b) amending by-laws;
- c) filling vacancies and new openings on the Board;
- d) removing Association's officers or Board members;
- e) authorizing individual commitments of more than \$ 5,000 annually except when authorized in approved budget; or
- f) authorizing action regarding loans and the pledging of assets.

Three (3) members of the Executive ad hoc Committee shall constitute a quorum for the conducting of the committees business. Every question to be decided by the Executive ad hoc Committee shall be decided upon by the majority of the votes of its members cast on the question. In case of a tie vote the chairperson shall be entitled to a tie-breaking vote.

**7.06 EXECUTIVE AD HOC COMMITTEE MEETINGS** - The Executive ad hoc Committee shall meet whenever there is an urgent need. The meetings are called by the President. Notice of a meeting to the members of the Executive ad hoc Committee shall be given by the Secretary of the Association at least three (3) days prior to the beginning of said meeting.

**7.07 OTHER COMMITTEES** - The Board may appoint such committees, and shall appoint the chairperson and the members thereof as it deems necessary to carry out the affairs of the Association. Such committees are responsible to the Board and the Board shall establish their terms of reference, duties, powers and duration by resolution or by by-law.

**7.08 POWER OF COMMITTEES** - No committee except the Executive ad hoc Committee (as per Section 7.05) shall have the power to act for or on behalf of the Association or to otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.

**7.09 MINUTES** - The Secretary shall prepare the official minutes of any meeting of the Board and of any meeting of the Executive ad hoc Committee within thirty (30) days after the meeting. A copy of the minutes shall be mailed or e-mailed by the President or the Secretary to each member of the Board and shall be available to any active member of the Association. The Secretary shall keep a master file of all such minutes.

**7.10 REPORTS** - The President shall make an annual report to the membership on the official actions and other major activities of the Board. A copy of the annual report shall be available to any active member of the Association at least seven (7) days prior to the annual meeting.

**7.11 COMPENSATION** - Members of the Board will serve without compensation. Reimbursement of expenses incurred while engaged in Association work must be requested of and approved by the Board.

## **ARTICLE 8. FINANCIAL AFFAIRS**

**8.01 SOURCES OF FUNDS** - The basic source of funds for the maintenance and support of the Association shall be membership dues for the Association, which shall be conducted through the Board under policies established by the Board. Donations for the support of specific projects of the Association and the University will be accepted from bona fide organizations and individuals. The Board may, from time to time, organize fund raising drives or events for such specific projects but shall in every case clearly identify the goals and status of the project to be supported. The Board may undertake other fund raising activities as deemed practical if approved by the members of the Association.

**8.02 ANNUAL DUES** - Minimum annual dues to qualify as an active member shall be determined from time to time by the Board and ratified by the members at the annual meeting.

**8.03 FISCAL YEAR** - The fiscal year of the Association shall be November 1 to October 31.

**8.04 BUDGETS** - The Treasurer, assisted by the President, shall prepare a proposed annual budget for all revenues and expenditures of the Association, which shall be approved by the Board at the beginning of the fiscal year. The Board shall have the authority to make necessary or appropriate changes in the budget during the fiscal year. A copy of the budget shall be available to any active member of the Association.

**8.05 RECORDS** - The Treasurer, under the direction of the President, shall develop and maintain complete accounts and records of all receipts, disbursements and investments of the Association in manner consistent with good accounting practice and shall have them available for review by any active member of the Association.

**8.06 REPORTS** - The Treasurer and the President shall make periodic reports to the Board during the fiscal year and an annual report to the membership on the financial condition of the Association. A copy of the annual report shall be available to any active member of the Association.

**8.07 AUDITS** - The account of the Association shall be audited by a chartered accountant at the close of every fiscal year if deemed necessary by the President, any two (2) members of the Board or any five (5) active members of the Association. The auditor shall be selected by the Board and shall present his audit to the Board. A copy of the audit report shall be kept by the Treasurer and shall be available for review by any active member of the Association.

## **ARTICLE 9. AMENDMENTS TO BY-LAWS**

**9.01 AUTHORITY** - The by-laws of the Association may be made, altered or rescinded, in whole or in part, by a majority vote of all active members, at a properly called meeting of the members of the Association. Prior to such meeting the Secretary will provide the last up to date count of active members.

**9.02 PROCEDURE** - Proposed amendments or revisions to these Bylaws shall be processed according to the following procedure:

- a) Any member of the Board or any two (2) individual active members of the Association who wish to propose an amendment or revision shall submit the proposal to the Board at least forty two (42) days prior to the date of a regular or special meeting of the members of the Association.
- b) The President shall mail or e-mail the proposed amendment or revision to each member of the Board at least fifteen (15) days prior to the next meeting of the members of the Association, and shall place the proposal on the agenda for the meeting.
- c) The proposed amendment or revision shall be discussed and voted upon at the meeting of the members of the Association. If approved as per Section 9.01 the amendment or revision shall become immediately effective.

**9.03 REPEAL** - All previous by-laws of the Association are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

**ARTICLE 10.  
PUBLICATION OF BY-LAWS**

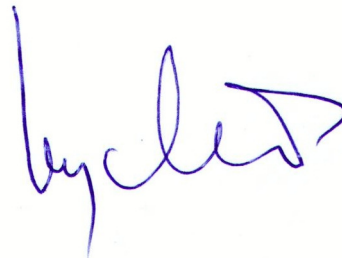
**10.01 PUBLICATION** - The Secretary of the Association shall, under the instructions of the President, arrange for the proper publication of this by-law as well as of all amendments and revisions, which may be made from time to time.

**10.02 AVAILABILITY** - A copy of this by-law and of any amendments or revisions thereto, shall be at all times available to any active member of the Association.

**ARTICLE 11.  
CESSATION OF THE ASSOCIATION**

**11.01 CESSATION** - General Meeting of members shall decide that the Association should cease its activities and how to distribute its possessions. In the case that the Meeting is not held, the President and the remaining Directors shall transfer the financial assets and the archive to the Rector's Office of the University of Zagreb.

This BY-LAW No. 6 was confirmed by resolution of the members on January 21, 2016.



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Krešimir Mustapić, P.Eng., President



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Aleksandra Srša Benko, B.A., M.S.Ed., Secretary